

ADTRAN INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/25/2003 For Period Ending 11/25/2003

Address	901 EXPLORER BLVD HUNTSVILLE, Alabama 35806
Telephone	256-963-8000
CIK	0000926282
Industry	Communications Equipment
Sector	Technology
Fiscal Year	12/31

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)				5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Non-Qualified Stock Option (right to buy)	\$17.39	11/25/2003		M			3750	8/30/2002 (1)	12/31/2009	Common Stock	3750	\$0	0	D			
Non-Qualified Stock Option (right to buy)	\$18.313	11/25/2003		M			2000	12/31/1999	12/31/2008	Common Stock	2000	\$0	0	D			
Non-Qualified Stock Option (right to buy)	\$27.5	11/25/2003		M			2000	12/31/1998	12/31/2007	Common Stock	2000	\$0	0	D			
Non-Qualified Stock Option (right to buy)	\$41	11/25/2003		M			5000	10/31/1996	10/31/2005	Common Stock	5000	\$0	0	D			
Non-Qualified Stock Option (right to buy)	\$41.5	11/25/2003		M			2000	12/31/1997	12/31/2006	Common Stock	2000	\$0	0	D			
Non-Qualified Stock Option (right to buy)	\$17.39							8/30/2003 (2)	8/30/2012	Common Stock	5000		5000	D			
Non-Qualified Stock Option (right to buy)	\$21.25							12/29/2001	12/29/2010	Common Stock	5000		5000	D			
Non-Qualified Stock Option (right to buy)	\$32.9							12/31/2003 (2)	12/31/2012	Common Stock	5000		5000	D			

Explanation of Responses:

- (1) Option is 100% vested.
- (2) Option is 100% vested on first anniversary date of grant.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARKS WILLIAM L PINEVILLE GENERAL OFFICE 2030 DONAHUE FERRY RD PO BOX 5000 PINEVILLE, LA 71361-5000	X			

Signatures

By: Charlene Little For: William L. Marks

11/25/2003

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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